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China Ecotourism Group Limited
中國生態旅遊集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 1371)

NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that the special general meeting of China Ecotourism Group Limited (the “Company”) will be held at Unit 1801, 18/F., Landmark South, 39 Yip Kan Street, Wong Chuk Hang, Hong Kong at 10:30 a.m. on Wednesday, 18 January 2023 for the following purposes of considering and, if thought fit, passing with or without amendments, the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** subject to and conditional upon, among others, the granting by the Listing Committee of Stock Exchange the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation becoming effective:
 - (a) with effect from the second business day after the date of passing of this resolution, every twenty (20) existing issued and unissued ordinary shares of a par value of HK\$0.025 each in the share capital of the Company be and are hereby consolidated into one (1) consolidated ordinary share of a par value of HK\$0.50 (each a “Consolidated Share”) (the “Share Consolidation”) such that the authorised share capital of the Company shall be changed from HK\$125,000,000 divided into 5,000,000,000 shares of par value of HK\$0.025 each to HK\$125,000,000 divided into 250,000,000 Consolidated Shares of par value of HK\$0.50 each;
 - (b) all of the Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum of association and new bye-laws of the Company;
 - (c) all fractional Consolidated Shares resulting from the Share Consolidation will not be given to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner on such terms as the directors of the Company (each a “Director”) may think fit; and
 - (d) any one Director be and is hereby authorized to do all such acts and things and execute and deliver all such documents as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

2. “**THAT** subject to the fulfilment of the terms and conditions set out in the subscription agreement dated 8 December 2022 (the “Subscription Agreement”) entered into between the Company and Power Partner Capital Limited (the “Subscriber”) pursuant to which the Company has agreed to allot and issue and the Subscriber and/or its nominee has agreed to subscribe for 43,750,000 new Consolidated Shares (the “Subscription Shares”) at the subscription price of HK\$0.80 per subscription share:
- (a) the Subscription Agreement and the matters contemplated thereunder be and are hereby approved, confirmed and ratified;
 - (b) all the transactions contemplated under the Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber and/or its nominee pursuant to the Subscription Agreement, be and are hereby approved and any one Director be and is hereby authorised to allot and issue the Subscription Shares to the Subscriber and/or its nominee pursuant to the Subscription Agreement under the specific mandate; and
 - (c) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things and execute any supplemental agreement and all such documents which he/she consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.”

By Order of the Board
China Ecotourism Group Limited
WONG Yin Ming
Company Secretary

Hong Kong, 29 December 2022

Notes:

1. A shareholder who is the holder of two or more Shares and who is entitled to attend and vote at the special general meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. In the event that a shareholder appoints more than one proxy, on a show of hands, all such proxies shall collectively have one vote unless otherwise provided for in the Bye-laws of the Company.
2. If two or more persons are joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share.
3. A form of proxy for use at the special general meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy thereof must be deposited at the principal place of business of the Company at Unit 1801, 18/F., Landmark South, 39 Yip Kan Street, Wong Chuk Hang, Hong Kong as soon as possible and, in any event, not less than 48 hours (i.e. 10:30 a.m. on Monday, 16 January 2023 (Hong Kong time)) before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and deposit of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof (as the case may be).

In view of the ongoing Coronavirus Disease 2019 (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise your voting rights by appointing the chairperson of the meeting as your proxy to vote on the relevant resolutions at the meeting as an alternative to attending the meeting in person.

4. For determining the entitlement to attend and vote at the special general meeting, the register of members of the Company will be closed from Monday, 16 January 2023 to Wednesday, 18 January 2023, both dates inclusive, during which period no transfer of Existing Shares will be registered. All property completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 13 January 2023 (Hong Kong time).

As at the date of this notice, the Board comprises Ms. CHAN Tan Na, Donna, Mr. WU Jingwei, Mr. DI Ling and Mr. QIU Peiyuan as Executive Directors; and Mr. HUANG Shenglan, Mr. CHAN Ming Fai and Dr. MENG Zhijun as Independent Non-executive Directors.